

HAWIT ANDRE
Form 4
February 23, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWIT ANDRE

(Last) (First) (Middle)
333 WEST SAN CARLOS STREET, SUITE 700
(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PDF SOLUTIONS INC [PDFS]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Software Development

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2006		S ⁽¹⁾		500	D	\$ 17.11
Common Stock	02/21/2006		S		100	D	\$ 17.12
Common Stock	02/21/2006		S		200	D	\$ 17.125
Common Stock	02/21/2006		S		300	D	\$ 17.1333
Common Stock	02/21/2006		S		700	D	\$ 17.1529

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Common Stock	02/21/2006	S	200	D	\$ 17.16	1,051,008	D
Common Stock	02/21/2006	S	300	D	\$ 17.1633	1,050,708	D
Common Stock	02/21/2006	S	100	D	\$ 17.18	1,050,608	D
Common Stock	02/21/2006	S	100	D	\$ 17.2	1,050,508	D
Common Stock	02/21/2006	S	100	D	\$ 17.24	1,050,408	D
Common Stock	02/21/2006	S	26	D	\$ 17.25	1,050,382	D
Common Stock	02/21/2006	S	293	D	\$ 17.29	1,050,089	D
Common Stock	02/21/2006	S	200	D	\$ 17.3	1,049,889	D
Common Stock	02/21/2006	S	300	D	\$ 17.31	1,049,589	D
Common Stock	02/21/2006	S	200	D	\$ 17.32	1,049,389	D
Common Stock	02/21/2006	S	32	D	\$ 17.33	1,049,357	D
Common Stock	02/21/2006	S	400	D	\$ 17.335	1,048,957	D
Common Stock	02/21/2006	S	200	D	\$ 17.34	1,048,757	D
Common Stock	02/21/2006	S	200	D	\$ 17.36	1,048,557	D
Common Stock	02/21/2006	S	630	D	\$ 17.3619	1,047,927	D
Common Stock	02/21/2006	S	200	D	\$ 17.37	1,047,727	D
Common Stock	02/21/2006	S	200	D	\$ 17.41	1,047,527	D
Common Stock	02/21/2006	S	200	D	\$ 17.42	1,047,327	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWIT ANDRE 333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110			VP of Software Development	

Signatures

/s/ P. Steven Melman, Attorney-in-Fact for Andre Hawit

 **Signature of Reporting Person

02/23/2006

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 sales plan dated August 26, 2005 between the Reporting Person and Goldman, Sachs & Co.

Remarks:

This Form 4 is the second of two Form 4 reports filed on February 23, 2006 regarding the Reporting Person's sale of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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